

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Hearing date: January 18, 2019
Hearing time: 10:00 a.m.

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IN RE:

Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,

Case No. 18-23538 (RDD)

Debtors¹.

(Jointly Administered)

-----X

NOTICE OF MOTION FOR RELIEF FROM THE AUTOMATIC STAY

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. A hearing to consider the motion (the “Motion”) of Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, successor in interest to Bank of America, National Association as successor by merger to LaSalle Bank National Association, as Trustee for Certificateholders of Washington Mutual Asset-Backed Certificates WMABS Series 2006-HE5 (the “Movant”), for relief from the automatic stay, pursuant to Section 362(d)(1) of the United States Bankruptcy Code, Federal Rule of Bankruptcy Procedure 4001 and Local Rule 4001-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, and (2) for such other and further relief which the court may deem just and proper, will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holding Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664) Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 333 Beverly Road, Hoffman Estates, Illinois 60179.

United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on January 18, 2019 @ 10:00am.

2. Objections, if any, to the Motion must be made in writing, with a hard copy delivered to the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; be filed with the Bankruptcy Court; and be served in accordance with the provisions of General Order M-399 of this Court on the following parties:

(i)(a) Archer & Greiner, P.C., 630 Third Avenue, New York New York 10017 (Attn: Allen G. Kadish, Esq. and Lance A. Schildkraut, Esq.); (b) Robbins, Schwartz, Nicholas, Lifton & Taylor, Ltd., 631 E. Boughton Road, Suite 200, Bolingbrook, Illinois 60440 (Attn: Kenneth M. Florey, Esq. and M. Neal Smith, Esq.); (c) Frenkel Lambert Weiss Weisman & Gordon LLP, (Attn: Karen Sheehan, Esq.); attorneys for Movant;

(ii) the Debtors, c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (Attn: Stephen Sitley, Esq., and Luke J. Valentino, Esq.);

(iii) Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq. Garret A. Fail, Esq. and Sunny Singh, Esq.), proposed attorneys for the Debtors;

(iv) the Office of the United States Trustee for Region 2 (the "U.S. Trustee"), 201 Varick Street, Suite 1006, New York New York 10014 (Attn: Paul Schwartzberg, Esq.)

(v) Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York New York 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.) attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent;

(vi) Davis Polk & Wardell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Marshall S. Huebner, Esq. and Eli J. Vonnegut, Esq.) attorneys for Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility;

(vii) Cleary, Gottlieb, One Liberty Plaza, New York New York 10006 (Attn: Sean A. O'Neal, Esq.) attorneys for JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, and the Consolidated Secured Loan Facility;

(viii) Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 010178 (Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq., and T. Charlie Liu, Esq.),

attorneys for Computershare Trust Company, N.A., as trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes;

(ix) Seyfarth Shaw LLP, 620 Eighth Avenue, New York 10018 (Attn: Edward M. Fox, Esq.), attorneys for Wilmington Trust, National Association, as indentured trustee for the Second Lien Notes;

(x) Carter Ledyard & Milburn LLP, 2 Wall Street, New York, New York 10015 (Attn: James Gadsden, Esq.), attorneys for The Bank of New York Mellon Trust Company, a successor trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes;

(xi) Locke Lord LLP, 111 South Wacker Drive, Chicago, Illinois, 60606 (Attn: Brian A. Raynor, Esq.), attorneys for the Pension Benefit Guaranty Corporation;

(xii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors (the **"Creditors' Committee"**);

(xiii) any person or entity with a particularized interest in the subject matter of the relevant Document (a **"Particularized Notice Party"**); and

(xiv) all persons and entitled that have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002 and the Case Management Procedures,

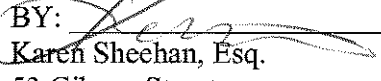
So as to be actually received by them not later than **January 11, 2019** (the **"Objection Deadline"**)

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3. If no objection are timely filed and served, then Movant may, on or after the Objection Deadline, submit the proposed Order to the Court substantially in the form attached hereto, which order may be entered without further notice or opportunity to be heard offered to any party.

Dated: Bay Shore, New York
December 17, 2018

**FRENKEL LAMBERT WEISS
WEISMAN & GORDON LLP**

BY: 
Karen Sheehan, Esq.
53 Gibson Street
Bay Shore, New York 11706
(631) 969 3100
Our File No.: 01-090051-B00

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
IN RE:

Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,

Case No. 18-23538 (RDD)

Debtors¹.
-----x

(Jointly Administered)

MOTION FOR RELIEF FROM THE AUTOMATIC STAY

Karen Sheehan, an attorney admitted to practice law, in the courts of the State of New York and in this Court, hereby affirms the following to be true under penalty of perjury:

1. I am a partner associate with Frenkel, Lambert, Weiss, Weisman & Gordon, LLP, attorneys for Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as trustee, in trust for the holders of MLMI Trust 2002-AFC1 Asset-Backed Certificates, Series 2002-AFC1 (hereinafter "US Bank"), a secured creditor of the Debtor. I am fully familiar with the facts of this case and submit this affirmation in support of US Bank's motion for relief from the automatic stay.

2. This is a contested matter brought pursuant to Federal Rules of Bankruptcy Procedure Rule 4001, 9013 and 9014 and Section 362(d) of Title 11 of the United States Code (the "Bankruptcy Code") for an Order (1) granting US Bank relief from the automatic stay to enforce the Note and Mortgage relative to real property located at 723 Bem Street, Riverside, New Jersey 08075 ("Premises"); and (2) granting US Bank such other and further relief as the Court deems just and proper.

3. US Bank is the holder of a Note and Mortgage given by the borrower, Blanche Youmans on August 2, 2000 to secure payment in the original principal sum of \$50,000.00 (hereinafter "Note" and "Mortgage" respectively), pledging the Premises as security. A copy of the Note and Mortgage are annexed hereto as **Exhibit A**.

4. The Note and Mortgage were transferred to US Bank by properly endorsed Note. A note and mortgage may be transferred by either a written assignment or the physical delivery of the note. The mortgage passes with the debt as an inseparable incident. See Flyer v. Sullivan, 284 A.D. 687, 134 N.Y.S.2d 521 (1st Dept. 1954); Mortgage Electronic Registration Sys. Inc., v. Coakley, 41 A.D. 3d 674, 838 N.Y.S.2d 622 (2nd Dept. 2007); See also In Re: Feinberg, 442 B.R. 215 (S.D.N.Y 2010).

5. The annexed assignment of mortgage ("Assignment") also evidences the transfer to US Bank. Copies of the Assignments are annexed hereto as **Exhibit B**.

6. Upon information and belief, the borrower is deceased. Upon information and belief, Barry Youmans is the executor and heir to the Estate of Blanche Youmans. A copy of the death certificate is annexed hereto as **Exhibit C**.

7. As a result of Borrower's default under the terms of the Note and Mortgage, U.S. Bank commenced a foreclosure action in the Superior Court of New Jersey, Chancery Division, Burlington County bearing Docket No. 030142-12 ("Foreclosure Action"). Sears Roebuck & Co., a Corporation, was named as a party defendant in the Foreclosure Action as a result of judgments obtained against Barry Youmans (i) in the amount of \$3,325.43, docketed on March 27, 1997, Judgment No. DJ-171162-1997 ("Judgment") and (ii) in the amount of \$1362.82, docketed May 23, 1997, Judgment No. DJ-273221-1997. A copy of the Complaint is annexed hereto as **Exhibit D**.

7. On October 15, 2018, the Debtors herein filed a petition under Chapter 11 of the Bankruptcy Code and pursuant thereto an automatic stay was imposed.


8. US Bank seeks relief from the automatic stay to proceed with the Foreclosure Action, in which the Debtor is named defendant by virtue of the Judgment. US Bank is not adequately protected by the continuation of such stay, as it will be unable to enforce its state court remedies in the Foreclosure Action. As a judgment creditor, should there be surplus monies after the foreclosure sale of the Property, the Debtor will be entitled to make an application for same in the Foreclosure Action in accordance with its state court rights.

WHEREFORE, US Bank respectfully requests an order vacating the automatic stay as it pertains to the premises located at 723 Bem Street, Riverside, New Jersey 08075, and for such other and further relief as is just and proper.

Dated: Bay Shore, New York
December 14/2018

Respectfully submitted,

**FRENKEL LAMBERT WEISS
WEISMAN & GORDON LLP**

BY: 
Karen Sheehan, Esq.
53 Gibson Street
Bay Shore, New York 11706
(631) 969 3100
Our File No.: 01-090051-B00

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holding Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664) Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 333 Beverly Road, Hoffman Estates, Illinois 60179.

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IN RE:

Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,

Case No. 18-23538 (RDD)

Debtors.

(Jointly Administered)

-----X
STATE OF NEW YORK)

) ss.:

COUNTY OF SUFFOLK)

Foula Flanagan, being duly sworn, deposes and says: deponent is not a party to the action. Is over 18 years of age and resides in Suffolk County in the State of New York.

On December 17, 2018, deponent served the within Notice of Motion for Relief from the Automatic Stay and Motion for Relief from the Automatic Stay, Order Granting Relief from the Automatic Stay upon:

SEE ATTACHED SERVICE LIST

The above parties were served either electronically or by depositing a true copy of same enclosed in a post-paid properly addressed wrapper, in a post office-official depository under the exclusive care and custody of the United States Postal Service within the State of New York.


Foula Flanagan

Sworn to before me this
17th day of December, 2018.


Notary Public

JESSICA SPIEGELMAN
Notary Public, State of New York
No. 01SP6093750
Qualified in Suffolk County
Commission Expires June 9, 2019

EXHIBIT A

NAME	NOTICE NAME	EMAIL
Alston & Bird LLP	Attn: James J. Vincequerra	James.Vincequerra@alston.com
Alston & Bird LLP	Attn: Leib M. Lerner	leib.lerner@alston.com
Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Esq.	ajd@ansellgrimm.com
ASK LLP	Attn: Edward E. Neiger, Jennifer A. Christian	eneiger@askllp.com jchristian@askllp.com
Ballard Spahr LLP	Attn: Dustin P. Branch	branchd@ballardspahr.com
Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner	harnerp@ballardspahr.com kutnera@ballardspahr.com
Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers	heilmanl@ballardspahr.com summersm@ballardspahr.com
Ballard Spahr LLP	Attn: David L. Pollack	pollack@ballardspahr.com
Barclay Damon LLP	Attn: Kevin M. Newman	knewman@barclaydamon.com
Bayard, P.A.	Attn: Evan T. Miller	emiller@bayardlaw.com
Bell Nunnally & Martin LLP	Attn: Russell W. Mills, R. Kent Love	rmills@bellnunnally.com klove@bellnunnally.com
Bialson, Bergen & Schwab	Attn: Lawrence M. Schwab, Thomas M. Gaa	Tgaa@bbslaw.com
Blank Rome LLP	Attn: Jeffrey Rhodes	JRhodes@BlankRome.com
Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker	Tarr@BlankRome.com EZucker@BlankRome.com
Borges & Associates, LLC	Attn: Wanda Borges, Esq., Sue L. Chin, Esq.	bankruptcy@borgeslawllc.com wborges@borgeslawllc.com schin@borgeslawllc.com
Brach Eichler LLC	Attn: Anthony M. Rainone	arainone@bracheichler.com
Buchalter, A Professional Corporation	Attn: Shawn M. Christianson	schristianson@buchalter.com

NAME	NOTICE NAME	EMAIL
Cafaro Management Company	Attn: Richard T. Davis	rdavis@cafarocompany.com
Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr.	jlevitin@cahill.com rstieglitz@cahill.com
Carter Conboy Case Blackmore Maloney & Laird, P.C.	Attn: Michael J. Catalfimo, Esq., John R. Canney, IV, Esq.	mcatalfimo@carterconboy.com
Carter Ledyard & Milburn LLP	Attn: James Gadsden, Esq.	gadsden@clm.com bankruptcy@clm.com Dennis.roemlein@bnymellon.com
Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq.	rmccord@certilmanbalin.com rnosek@certilmanbalin.com
Chapman and Cutler LLP	Attn: Laura E. Appleby, Steven Wilamowsky	appleby@chapman.com wilamowsky@chapman.com
Chiesa Shahinian & Giantomasi PC	Attn: Beth J. Rotenberg, Scott A. Zuber	brotenberg@csglaw.com szuber@csglaw.com
Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall	ksimard@choate.com jmarshall@choate.com
Choi & Park, LLC	Attn: Hyun Suk Choi, Chull S. Park	hchoi@choiandpark.com cpark@choiandpark.com lkleist@choiandpark.com
Chuhak & Tecson, P.C.	Attn: Miriam R. Stein	mstein@chuhak.com
CKR Law LLP	Attn: Edward L. Schnitzer	eschnitzer@ckrlaw.com
Clark Hill Strasburger	Attn: Duane J. Brescia	duane.brescia@clarkhillstrasburger.com
Clark Hill, PLC	Attn: David M. Blau	dblau@clarkhill.com
Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver	soneal@cgsh.com jbromley@cgsh.com aweaver@cgsh.com
Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust	Michael.smith2@computershare.com
Connolly Gallagher LLP	Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths	kbifferato@connollygallagher.com kconlan@connollygallagher.com

NAME	NOTICE NAME	EMAIL
		cgriffiths@connollygallagher.com
Cozen O'Connor	Attn: Marl E. Felger	mfelger@cozen.com
Cravath, Swaine & Moore LLP	Attn: Paul H. Zumbro	pzumbro@cravath.com
Davidoff Hutcher & Citron LLP	Attn: David H. Wander, Esq.	dhw@dhclegal.com
Davis Polk & Wardwell LLP	Attn: Marshall S. Huebner, Esq, Eli J. Vonnegut, Esq.	marshall.huebner@davispolk.com eli.vonnegut@davispolk.com sears.service@davispolk.com
Debevoise & Plimpton LLP	Attn: Erica S. Weisgerber, My Chi To	mcto@debevoise.com eweisgerber@debevoise.com
Environmental Protection Agency	Attn: Matthew Leopold, General Counsel	Leopold.matt@Epa.gov
Epicor Software Corporation	Attn: Larry Bercovich	lbercovich@epicor.com
Felderstein Fitzgerald Willoughby & Pascuzzi LLP	Attn: Paul J. Pascuzzi	ppascuzzi@ffwplaw.com
FisherBroyles, LLP	Attn: Mark E. Wilson	mark.wilson@fisherbroyles.com
FisherBroyles, LLP	Attn: Patricia B. Fugée	patricia.fugee@fisherbroyles.com
Foley & Lardner LLP	Attn: Derek L. Wright	dlwright@foley.com
Foley & Lardner LLP	Attn: Michael Small	msmall@foley.com
Fox Rothschild LLP	Attn: Paul J. Labov	plabov@foxrothschild.com
Fox Rothschild LLP	Attn: Thomas M. Horan	thoran@foxrothschild.com
Fox Rothschild, LLP	Attn: Mark E. Hall, Michael R. Herz	mhall@foxrothschild.com mherz@foxrothschild.com
Fried, Frank, Harris, Shriver & Jacobson LLP	Attn: Brad Eric Scheeler, Scott B. Luftglass, Peter B. Siroka	brad.eric.scheeler@friedfrank.com scott.luftglass@friedfrank.com peter.siroka@friedfrank.com
Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb	rgold@fbtlaw.com aweibb@fbtlaw.com
Frost Brown Todd LLC	Attn: Edward M. King	tking@fbtlaw.com

NAME	NOTICE NAME	EMAIL
Fultz Maddox Dickens PLC	Attn: Phillip A. Martin, Laura M. Brymer	pmartin@fmdlegal.com lbrymer@fmdlegal.com
Gellert Scali Busenkell & Brown LLC	Attn: Gary F. Seitz	gseitz@gsbblaw.com
Gibbons P.C.	Attn: Brett S. Theisen, Natasha M. Songonuga	btheisen@gibbonslaw.com nsongonuga@gibbonslaw.com
Gibbons P.C.	Attn: Howard A. Cohen	hcohen@gibbonslaw.com
Godfrey & Kahn, S.C.	Attn: Timothy F. Nixon	tnixon@gklaw.com
Golenbock Eiseman Assor Bell & Peskoe LLP	Attn: Jonathan L. Flaxer, Esq., Michael S. Weinstein, Esq.	jflaxer@golenbock.com mweinstein@golenbock.com
Goodwin Procter LLP	Attn: Barry Z. Bazian	gfox@goodwinlaw.com bbazian@goodwinlaw.com
Goulston & Storrs PC	Attn: Douglas B. Rosner	drosner@goulstonstorrs.com
Goulston & Storrs PC	Attn: Trevor R. Hoffmann	thoffmann@goulstonstorrs.com
Greer, Herz & Adams, LLP	Attn: Frederick Black, Tara B. Annweiler, Marc D. Young	tannweiler@greerherz.com
Hahn & Hessen LLP	Attn: Janine M. Figueiredo, Esq.	jfigueiredo@hahn Hessen.com
Halperin Battaglia Benzija, LLP	Attn: Donna H. Lieberman, Esq.	dlieberman@halperinlaw.net
Hanesbrands Inc	Attn: Joia Johnson, Chief Administrative Officer and General Counsel	joia.johnson@hanes.com howard.upchurch@hanes.com
Harris Beach PLLC	Attn: Kevin Tompsett, Esq.	ktompsett@harrisbeach.com
Herrick, Feinstein LLP	Attn: Stephen B. Selbst	sselbst@herrick.com
Higgs Fletcher & Mack LLP	Attn: Martin A. Eliopoulos, Esq.	elio@higgslaw.com
Holland & Knight LLP	Attn: Barbra R. Parlin	barbra.parlin@hklaw.com
Hunton Andrews Kurth LLP	Attn: Brett L. Gross	bgross@HuntonAK.com
Husch Blackwell LLP	Attn: Lynn H. Butler	lynn.butler@huschblackwell.com

NAME	NOTICE NAME	EMAIL
Internal Revenue Service	Attn: Centralized Insolvency Operation	Mimi.M.Wong@irsounsel.treas.gov
Internal Revenue Service	Attn: Centralized Insolvency Operation	Mimi.M.Wong@irsounsel.treas.gov
Judith Elkin PLLC	Attn: Judith Elkin	elkinj@mac.com
Kelley Drye & Warren LLP	Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq., T. Charlie Liu, Esq.	KDWBankruptcyDepartment@KelleyDrye.com bfeder@kelleydrye.com cliu@kelleydrye.com
Klestadt Winters Jureller Southard & Stevens, LLP	Attn: Sean C. Southard, Lauren C. Kiss	ssouthard@klestadt.com lkiss@klestadt.com
Kurtzman Steady, LLC	Attn: Jeffrey Kurtzman	kurtzman@kurtzmansteady.com
Langley & Banack, Incorporated	Attn: David S. Gragg	dgragg@langleybanack.com
Lasser Hochman, L.L.C.	Attn: Richard L. Zucker	rzucker@lasserhochman.com
Latham & Watkins LLP	Attn: Marc A. Zelina	marc.zelina@lw.com
Latham & Watkins LLP	Attn: Peter M. Gilhuly, Ted A. Dillman	peter.gilhuly@lw.com ted.dillman@lw.com
Law Office of Gilbert A. Lazarus, PLLC.	Attn: Gilbert A. Lazarus	gillazarus@gmail.com
Law Office of Kevin S. Neiman, PC	Attn: Kevin S. Neiman	kevin@ksnpc.com
Lazarus & Lazarus, P.C.	Attn: Harlan M. Lazarus	hlazarus@lazarusandlazarus.com harlan.lazarus@gmail.com
LeCrairRyan, PLLC	Attn: Ilan Markus and Niclas A. Ferland	ilan.markus@leclairryan.com niclas.ferland@leclairryan.com
Linebarger Goggan Blair & Sampson, LLP	Attn: Elizabeth Weller	dallas.bankruptcy@publicans.com
Linebarger Goggan Blair & Sampson, LLP	Attn: John P. Dillman	houston_bankruptcy@publicans.com
Linebarger Goggan Blair & Sampson, LLP	Attn: David G. Aelvoet	sanantonio.bankruptcy@publicans.com

NAME	NOTICE NAME	EMAIL
Linowes and Blocher LLP	Attn: John T. Farnum, Esq.	jfarnum@linowes-law.com
Locke Lord LLP	Attn: Brian A. Raynor, Aaron C. Smith, David W. Wirt	braynor@lockelord.com asmith@lockelord.com dwirt@lockelord.com
Lowenstein Sandler LLP	Attn: Bruce Buechler	bbuechler@lowenstein.com
McCreary, Veselka, Bragg & Allen, P.C.	Attn: Lee Gordon, Tara LeDay	tleday@mvalaw.com
McGlinchey Stafford, PLLC	Attn: Brian S. McGrath, Kristen D. Romano	bmcgrath@mcglinchey.com kromano@mcglinchey.com
McGlinchey Stafford, PLLC	Attn: Mark J. Chaney, Esq., Richard A. Aguilar, Esq., Rudy J. Cerone, Esq.	mchaney@mcglinchey.com raguilar@mcglinchey.com rcerone@mcglinchey.com
Missouri Department of Revenue, Bankruptcy Unit	Attn: Steven A. Ginther, Special Assistant Attorney General	sdnyecf@dor.mo.gov
Morgan, Lewis & Bockius LLP	Attn: Laura McCarthy	laura.mccarthy@morganlewis.com
Morgan, Lewis & Bockius LLP	Attn: Neil E. Herman	neil.herman@morganlewis.com
Morris James LLP	Attn: Stephen M. Miller	smiller@morrisjames.com
Morris, Nichols, Arshat & Tunnell LLP	Attn: Curtis S. Miller, Joseph C. Barsalona II	cmiller@mnat.com jbarsalona@mnat.com
Morrison Cohen LLP	Attn: Joseph T. Moldovan, Robert K. Dakis	bankruptcy@morrisoncohen.com
Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry	dperry@munsch.com
National Association of Attorneys General	Attn: Karen Cordry	kcordry@naag.org
Nelson Mullins Riley & Scarborough LLP	Attn: Jody A. Bedenbaugh	jody.bedenbaugh@nelsonmullins.com
Nelson Mullins Riley & Scarborough LLP	Attn: Shane G. Ramsey	shane.ramsey@nelsonmullins.com
Norton Rose Fulbright US LLP	Attn: Howard Seife, Esq., & Christy Rivera, Esq.	howard.seife@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com

NAME	NOTICE NAME	EMAIL
Office of the Texas Attorney General	Attn: Rachel R. Obaldo, Assistant Attorney General	rachel.obaldo@oag.texas.gov
Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov
O'Keefe & Associates Law Corporation, P.C.	Attn: Sean A. O'Keefe	sokeefe@okeefelc.com
Paco (China) Garment Ltd	Attn: Lily Wang	lily@pacogarment.com
Parker Poe Adams & Bernstein LLP	Attn: Kiah T. Ford IV	chipford@parkerpoe.com
Paul Hastings LLP	Attn: Leslie A. Plaskon, Esq., Andrew V. Tenzer, Esq., Shlomo Maza, Esq.	leslieplaskon@paulhastings.com andrewtenzer@paulhastings.com shlomomaza@paulhastings.com
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Ebony Cobb	ecobb@pbfc.com
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Laura J. Monroe	lmbkr@pbfc.com
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Owen M. Sonik	osonik@pbfc.com
Pick & Zabicki LLP	Attn: Douglas J. Pick	dpick@picklaw.net
Pierce McCoy, PLLC	Attn: Jonathan A. Grasso	jon@piercemccoy.com
Price Meese Shulman & D'Arminio, P.C.	Attn: Rick A. Steinberg	rsteinberg@pricemeese.com
Prime Clerk LLC	Attn: Herb Baer, Richard M. Allen	searsteam@primeclerk.com serviceqa@primeclerk.com
Procopio, Cory, Hargreaves & Savitch LLP	Attn: Gerald P. Kennedy	gerald.kennedy@procopio.com
Pryor & Mandelup, L.L.P.	Attn: Robert L. Pryor	rlp@pryormandelup.com
Reid and Riege, P.C.	Attn: Charles J. Filardi, Jr.	cfilardi@rrlawpc.com
Reiss+Preuss LLP	Attn: Guy A. Reiss, Erik Tikkanen	greiss@reisspreuss.com etikkanen@reisspreuss.com

NAME	NOTICE NAME	EMAIL
Robert E. Michael & Associates PLLC	Attn: Robert E. Michael, Aaron Hume	Robert.e.michael.esq@gmail.com Aron.hume@gmail.com
Robinson Brog Leinwand Greene Genovese & Gluck P.C.	Attn: Fred B. Ringel, Esq.	fbr@robinsonbrog.com
Ropes & Gray LLP	Attn: Gregg M. Galardi, Kimberly J. Kodis, Sam N. Ashuraey	gregg.galardi@ropesgray.com kimberly.kodis@ropesgray.com sam.ashuraey@ropesgray.com
Ropes & Gray LLP	Attn: James M. Wilton, Patricia I. Chen	james.wilton@ropesgray.com patricia.chen@ropesgray.com
Rosen & Associates, P.C.	Attn: Sanford P. Rosen, Esq.	srosen@rosenpc.com
S&D Law	Attn: Steven W. Kelly	skelly@s-d.com
Sahn Ward Coschignano, PLLC	Attn: Robert A. Abiuso, Matthew C. McCann	mmccann@swc-law.com rabiuso@swc-law.com
Sakar	Attn: Jay Weinblatt	jweinblatt@sakar.com
Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Abigail Snow, Pamela Bosswick	cbelmonte@ssbb.com asnow@ssbb.com pbosswick@ssbb.com
Saul Ewing Arnstein & Lehr LLP	Attn: Dipesh Patel	dipesh.patel@saul.com
Saul Ewing Arnstein & Lehr LLP	Attn: Phillip M. Hudson III, Carmen Contreras-Martinez	phil.hudson@saul.com carmen.contreras-martinez@saul.com
Securities & Exchange Commission	Attn: Secretary of the Treasury	secbankruptcy@sec.gov NYROBankruptcy@sec.gov
Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department	bankruptcynoticeshr@sec.gov
Seyfarth Shaw LLP	Attn: Edward M. Fox	emfox@seyfarth.com
Shearman & Sterling LLP	Attn: Fredric Sosnick, Sara Coelho	fsosnick@shearman.com sara.coelho@shearman.com
Sheppard Mullin Richter & Hampton, LLP	Attn: Alan M. Feld, Esq., Ted Cohen, Esq.	afeld@sheppardmullin.com tcohen@sheppardmullin.com

NAME	NOTICE NAME	EMAIL
Shutts & Bowen LLP	Attn: Ryan C. Reinert, Esq.	rreinert@shutts.com
Simon Property Group, L.P.	Attn: Ronald M. Tucker, Esq.	rtucker@simon.com
Singer & Levick, P.C.	Attn: Michelle E. Shriro	mshriro@singerlevick.com
Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.	paul.leake@skadden.com shana.elberg@skadden.com george.howard@skadden.com
Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com
Skierski Jain PLLC	Attn: Doug Skierski, Kristin H. Jain	enotices@skijain.com
Smiley Wang-Ekvall, LLP	Attn: Lei Wang Ekvall, Philip E. Strok	pstrok@swelawfirm.com
Sorenson Van Leuven, PLLC	Attn: James E. Sorenson	bk@svllaw.com
SRAC Medium Term Notes	Attn: Mary A. Callahan Vice President	mary.callahan@bnymellon.com
SRAC Unsecured Notes	Attn: Mary A. Callahan Vice President	mary.callahan@bnymellon.com
Stark & Stark, P.C.	Attn: Thomas S. Onder, Joseph H. Lemkin	tonder@stark-stark.com jlemkin@stark-stark.com
Stevens & Lee, P.C.	Attn: Constantine D. Pourakis	cp@stevenslee.com
Streusand, Landon, Ozburn & Lemon, LLP	Attn: Sabrina L. Streusand	streusand@slollp.com
Sullivan & Cromwell LLP	Attn: Andrew G. Dietderich, Brian D. Glueckstein, David R. Zylberberg	dietdericha@sullcrom.com zylberbergd@sullcrom.com
Tannenbaum Helpert Syracuse & Hirschtritt LLP	Attn: Michael J. Riela	Riela@thsh.com
Taubman Landlords	Attn: Andrew S. Conway	aconway@taubman.com

NAME	NOTICE NAME	EMAIL
The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director	Starr.Judith@pbgc.gov mccarron.william@pbgc.gov efile@pbgc.gov
Thompson Hine LLP	Attn: Curtis L. Tuggle	Curtis.Tuggle@ThompsonHine.com
TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang	powerwangtxks@vip.126.com
TN Dept of Revenue	Attn: Herbert H. Slatery III, Marvin E. Clements, Jr.	AGBankNewYork@ag.tn.gov
U.S. Bank National Association	Attn: Jose A Galarza, Vice President, Global Structured Finance	jose.galarza@usbank.com
US Attorney for Southern District of New York	Attn: Bankruptcy Division	David.Jones6@usdoj.gov Jeffrey.Oestericher@usdoj.gov Joseph.Cordaro@usdoj.gov Carina.Schoenberger@usdoj.gov Lawrence.Fogelman@usdoj.gov Peter.Aronoff@usdoj.gov Linda.Riffkin@usdoj.gov
Vedder Price P.C.	Attn: Kevin J. Etzel	ketzel@vedderprice.com
Vedder Price P.C.	Attn: Michael L. Schein	mschein@vedderprice.com
Waldrep LLP	Attn: Thomas W. Waldrep, Jr.	notice@waldrepllp.com
Warner Norcross + Judd LLP	Attn: Gordon J. Toering	gtoering@wnj.com
Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com JeriLeigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com
Weiss Zarett Brofman Sonnenklar & Levy, P.C.	Attn: Michael D. Brofman, Esq.	mbrofman@weisszarett.com
Whiteford, Taylor & Preston LLC	Attn: Stephen B. Gerald	sgerald@wtplaw.com

NAME	NOTICE NAME	EMAIL
Williams Legal Advisory Group, LLC	Attn: Amy M. Williams	awilliams@williamsadvisors.com
Willkie Farr & Gallagher LLP	Attn: Alan J. Lipkin, Gabriel Brunswick	alipkin@willkie.com gbrunswick@willkie.com
Wilmington Trust, National Association	Attn: Steven Cimalore, Vice President	scimalore@wilmingtontrust.com
Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP	Attn: Simon Aron	saron@wrslawyers.com
Wyatt, Tarrant & Combs, LLP	Attn: Mary L. Fullington	mfullington@wyattfirm.com

NAME	NOTICE NAME	EMAIL
Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Esq., Philip C. Dublin Esq., Abid Quershi, Esq., Sara L. Brauner, Esq.	iradizengoff@akingump.com ; pdublin@akingump.com ; aquershi@akingump.com ; sbrauner@akingump.com
Ashford - Schael LLC	Attn: Courtney A. Schael, Esq.	Cschael@AshfordNJlaw.com
Fox Rothschild LLP	Attn: Allen J. Guon, Esq.	aguon@foxrothschild.com
Holland & Knight LLP	Attn: Barbra R. Parlin, Esq.	barbra.parlin@hklaw.com
Garda CL Great Lakes, Inc.	Attn: Jose A. Casal, Esq., Joaquin J. Alemay, Esq.	jose.casal@hklaw.com ; jjalemany@hklaw.com
Halperin Battaglia Benzija, LLP	Attn: Alan D. Halperin, Esq., Lige Gu, Esq.	ahalperin@halperinlaw.net ; lgu@halperinlaw.net
Baker & Hostetler LLP	Attn: Eric Goodman, Esq.	egoodman@bakerlaw.com
Baker & Hostetler LLP	Attn: Ferve Khan, Esq.	fkhan@bakerlaw.com
Lippes Mathias Wexler Friedman LLP	Attn: John A. Mueller, Esq.	jmueller@lippes.com
Covington & Burling, LLP	Attn: Dianne Coffino, R. Alexander Clark	dcoffino@cov.com ; ac Clark@cov.com
Epicore Software Corporation	Attn: Larry Bercoich	lbercovich@epicor.com
Iron Mountain Information Management LLC	Attn: Joseph Corrigan	Bankruptcy2@ironmountain.com
Locke Lord LLP	Attn: Joseph N. Froehlich	jfroehlich@lockelord.com
Locke Lord LLP	Attn: W. Steven Bryant	wbryant@lockelord.com
MRO Attorneys at Law, LLC	Attn: Myrna L. Ruiz-Olmo, Esq.	mro@prbankruptcy.com
Nixon Peabody, LLP	Attn: Daniel W. Sklar, Esq.	dsklar@nixonpeabody.com
Office of the Attorney General	Attn: Carol E. Momjian, Josh Shapiro	cmomjian@attorneygeneral.gov
Seward & Kissel LLP	Attn: John R. Ashmead, Esq., Arlene R. Alves, Esq.	ashmead@sewkis.com ; alves@sewkis.com
The Sarachek Law Firm	Attn: Joseph E. Sarachek	joe@saracheklawfirm.com
Verizon Capital Corp.	Attn: Marva M. Levine	marva.m.levine@verizon.com
Walsh Pizzi O'Reilly Falanga, LLP	Attn: Stephen V. Falanga, Esq.	sfalanga@walsh.law
Weitman, Weinberg & Reis Co., L.P.A	Attn: Scott D. Fink	sfink@weitman.com
Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy	phealy@wsfsbank.com

EXHIBIT B

Archer & Greiner, P.C.
Attn: Allen G. Kadish, Esq. and
Lance A. Schildkraut, Esq.
630 Third Avenue
New York, NY 10017

Via First Class Mail

Brookfield Property REIT Inc.
Attn: Kristen N. Pate
350 N. Orleans St., Suite 300
Chicago, IL 60654-1607

Via First Class Mail

Internal Revenue Service
Attn: Centralized Insolvency Operation
2970 Market Street
Philadelphia, PA 19104-5016

Via First Class Mail

Counsel to Aransas County, et. al.
Linebarger Goggan Blair & Sampson, LLP
Attn: Diane Wade Sanders
P.O. Box 17428
Austin, TX 78760

Via First Class Mail

Office of the United States Trustee
Attn: Paul Schwartzberg, Richard Morrissey
U.S. Federal Office Building
201 Varick Street, Ste. 1006
New York, NY 10014

Via Overnight Delivery and First Class Mail

Securities & Exchange Commission
Attn: Secretary of the Treasurer
100 F Street, NE
Washington, DC 20549

Via First Class Mail

Robbins, Schwartz, Nicholas, Lifton & Taylor Ltd.
Attn: Kenneth M. Florey, Esq., and
M. Neal Smith
631 E. Boughton Road, Suite 200
Bolingbrook, IL 60440

Via First Class Mail

United States Bankruptcy Court
Southern District of New York
300 Quarropas Street, Room 248
White Plains, NY 10601

Via Overnight Delivery and First Class Mail

Internal Revenue Service
Attn: Centralized Insolvency Operation
P.O. Box 7346
Philadelphia, PA 19101-7346

Via First Class Mail

Missouri Dept. of Revenue, Bankruptcy Unit
Attn: Steven A. Ginther,
Special Assistant to Attorney General
301 W. High Street, Room 670, PO Box 475
Jefferson City, MO 65105-0475

Via First Class Mail

Sears Holding Corporation
Attn: Stephen Sitley, Esq., Luke J. Valentino, Esq.
3333 Beverly Road
Hoffman Estates, IL 60179

Via First Class Mail

Securities & Exchange Commission-NY Office
Attn: Bankruptcy Department
Brookfield Place, 200 Vesey Street, Suite 400
New York, NY 10281-1022

Via First Class Mail

The Bank of New York Mellon Trust Co.
Attn: Corporate Trust Administration
101 Barclay St., Floor 8W
New York, NY 10286

Via First Class Mail

Travis County Attorney
Attn: David Escamilla
P.O. Box 1748
Austin, TX 78767

Via First Class Mail

Wilmington Trust, National Association
Attn: Sears Holdings Corp. Administrator
Corporate Capital Markets
50 South Sixth Street, Suite 1290
Minneapolis, MN 55402

Via First Class Mail

Carter Ledyard & Milburn LLP
Attn: James Gadsden, Esq.
2 Wall Street
New York, NY 10005

Via First Class Mail

Computershare Trust Company, N.A.
Attn: Michael A. Smith, Vice President
2950 Express Drive South, Suite 210
Islandia, NY 11749

Via First Class Mail

Hanesbrand, Inc.
Attn: Joia Johnson, Chief Administrative Officer
and General Counsel
1000 East Hanes Mill Road
Winston Salem, NC 27105

Via First Class Mail

TN Dept of Revenue
Attn: Herbert H. Slatery III, Marvin E. Clements, Jr.
c/o TN Attorney General's Office
Attn: Bankruptcy Division
P.O. Box 20207
Nashville, TN 37202-0207
Via First Class Mail

U.S. Attorney for Southern District of NY
Attn: Bankruptcy Division
86 Chambers Street, 3rd Floor
New York, NY 10007

Via First Class Mail

Wilmorite Management Group LLC
Attn: Donald C. Cowan, Jr.
1265 Scottsville Road
Rochester, NY 14624

Via First Class Mail

Cleary, Gottlieb, Steen & Hamilton LLP
Attn: Sean A. O'Neal, Esq., James L. Bromley, Esq.
Andrew Weaver, Esq.
One Liberty Plaza
New York, NY 10006

First Class Mail

Davis Polk & Wardwell, LLP
Attn: Marshall S. Huebner, Esq., Eli J. Vonnegut, Esq.
450 Lexington Avenue
New York, NY 10017

Via First Class Mail

Hunton Andrews Kurth LLP
Attn: Brett L. Gross
200 Park Avenue
New York, NY 10166

Via First Class Mail

Paco (China) Garment, Ltd.
Attn: Lily Wang
No 9 Yueyang Road, Building B
Qingdao Shandong 266000 China

Via First Class Mail

Skadden, Arps, Slate, Meagher & Flom, LLP
Attn: Paul Leake, Esq., Shana Elberg, Esq.
And George R. Howard, Esq.
4 Times Square
New York, NY 10036

Via First Class Mail

TJ Tianxing Kesheng Leather Products Co. Ltd.
Attn: Power Wang
No. 2 Jiashe Road Baodi District
Tianjin Tianjin 301200 China

Via First Class Mail

Barry Youmans
Executor of Estate of Blanche Youmans
723 Bem Street
Riverside, NJ 08075

Via First Class Mail

Barry Youmans
723 Bem Street
Riverside, NJ 08075

Via First Class Mail

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: Paul Leake, Esq., Shana Elberg, Esq.
and George R. Howard, Esq.
155 N. Wacker Drive
Chicago, IL 60606

Via First Class Mail

The Pension Benefit Guaranty Corporation
Attn: Judith Starr, Kartar S. Khalsa
William McCarron, Jr. & Adi Berger
Office of the General Counsel
1200 K Street, N.W.
Washington, D.C. 20005-4026

Via First Class Mail

U.S. Bank National Association
Attn: Jose A. Galarza, Vice President
Global Structured Finance
190 S. LaSalle Street, 3rd Floor
MS:MK-IL-SL7M
Chicago, IL 60603

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK-----X
IN RE:

Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,

Case No. 18-23538 (RDD)

Debtors*.

(Jointly Administered)
-----X**ORDER TERMINATING AUTOMATIC STAY BY DEFAULT**

Upon the unopposed motion of Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, successor in interest to Bank of America, National Association as successor by merger to LaSalle Bank National Association, as Trustee for Certificateholders of Washington Mutual Asset-Backed Certificates WMABS Series 2006-HE5, dated December 14, 2018, seeking relief from the automatic stay and after a preliminary hearing held on January 18, 2019, it is

ORDERED, that the automatic stay, instituted upon the filing of the within bankruptcy case, is hereby terminated pursuant to 11 U.S.C. §362(d)(1) as to Movant's, its successors and/or assigns, lien interest in the premises described in said Motion as 723 Bem Street, Riverside New Jersey 08075, including but not limited to foreclosure, eviction, loss mitigation, short sale offers and/or deed in lieu.

* The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holding Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664) Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 333 Beverly Road, Hoffman Estates, Illinois 60179.